

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	01/25/2011		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
City Sports, Inc.		01/25/2011	CORPORATION: MASSACHUSETTS
RECEIVING PARTY DATA			
Name:	City Sports, Inc.		
Street Address:	77 North Washington Street, 5th Floor		
City:	Boston		
State/Country:	MASSACHUSETTS		
Postal Code:	02114		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 6			
Property Type	Number	Word Mark	
Registration Number:	3528269	1983	
Registration Number:	3513923	CS	
Registration Number:	3487789	CS	
Registration Number:	2181673	CITY SPORTS	
Registration Number:	1562788	CITY SPORTS	
Registration Number:	3305412	CITY SPORTS	
CORRESPONDENCE DATA			
Fax Number:	(617)526-5000		
<i>Correspondence will be sent via US Mail when the fax attempt is unsuccessful.</i>			
Phone:	617-526-6448		
Email:	janey.davidson@wilmerhale.com		
Correspondent Name:	Michael J. Bevilacqua, Esquire		
Address Line 1:	Wilmer Cutler Pickering Hale and DorrLLP		

OP \$165.00 3528269

900189508

TRADEMARK
 REEL: 004523 FRAME: 0355

Address Line 2: 60 State Street
Address Line 4: Boston, MASSACHUSETTS 02109

ATTORNEY DOCKET NUMBER: 2204166123

NAME OF SUBMITTER: Michael J. Bevilacqua

Signature: /michael j. bevilacqua/

Date: 04/15/2011

Total Attachments: 4
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Delaware

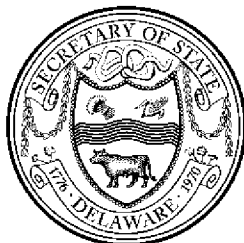
PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"CITY SPORTS, INC.", A MASSACHUSETTS CORPORATION,
WITH AND INTO "CITY SPORTS, INC." UNDER THE NAME OF "CITY SPORTS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-FIFTH DAY OF JANUARY, A.D. 2011, AT 1:19 O'CLOCK P.M.

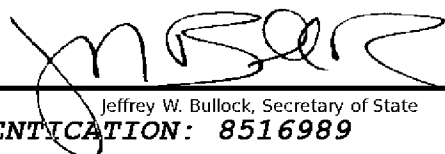
A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



4775725 8100M

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You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8516989

DATE: 01-25-11

TRADEMARK
REEL: 004523 FRAME: 0357

CERTIFICATE OF OWNERSHIP AND MERGER

MERGING

City Sports, Inc.
(a Massachusetts corporation)

INTO

City Sports, Inc.
(a Delaware corporation)

City Sports, Inc., a corporation organized and existing under and by virtue of the laws of the Commonwealth of Massachusetts (the "Company"), does hereby certify:

FIRST: That the Company was incorporated on the 10th day of November, 1983 pursuant to the laws of the Commonwealth of Massachusetts and owns all of the outstanding shares of each class of the stock of City Sports, Inc., a Delaware corporation ("City Sports Delaware").

SECOND: That City Sports Delaware was incorporated on the 11th day of January, 2011, pursuant to the General Corporation Law of the State of Delaware.

THIRD: That the Board of Directors of the Company duly adopted the following votes on November 19, 2009:

VOTED: That it is in the best interest of the Company to be merged with and into City Sports Delaware in accordance with the terms of the Agreement and Plan of Merger between the Company and City Sports Delaware, in the form distributed to the directors in advance of this meeting, a copy of which shall be attached to the minutes of this meeting as Exhibit B (the "Merger Agreement"), including the pro rata issuance of stock of City Sports Delaware to the holders of the stock of City Sports Massachusetts, and that the Company be merged with and into City Sports Delaware pursuant to the terms of the Merger Agreement (the "Merger").

FURTHER VOTED: That, subject to stockholder approval, the Merger Agreement is hereby approved and adopted; and that the Proper Officers hereby are, and each acting

singly hereby is, authorized, on behalf of the
Company, to execute and deliver the Merger
Agreement.

FOURTH: That the merger has been adopted, approved, certified, executed and
acknowledged by the Company in accordance with the laws of the Commonwealth of
Massachusetts.

IN WITNESS WHEREOF, the Company has caused this Certificate to be signed by its authorized officer this 25th day of January, 2011.

CITY SPORTS, INC.

By: /s/ Jeffrey Connor
Name: Jeffrey Connor
Title: President and Chief Executive Officer

[Signature Page to Certificate of Ownership and Merger]

TRADEMARK

RECORDED: 04/15/2011

REEL: 004523 FRAME: 0360